

DECLARATION AND POWER OF ATTORNEY

As the below-named inventors, we declare that:


Our residences, post office addresses, and citizenships are as stated below under our names.

We believe we are the original, first, and joint inventors of the invention entitled "HAND-HELD FOOD PROCESSOR," which is described and claimed in the foregoing specification and for which a patent is sought.

We have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment specifically referred to herein (if any).

We acknowledge our duty to disclose information of which we are aware which is material to the patentability and examination of this application in accordance with 37 C.F.R. § 1.56(a).

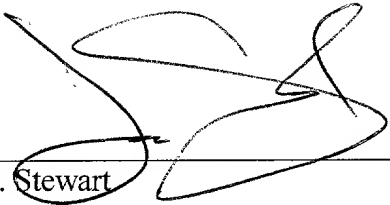
We further declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.



 David A. Holcomb

Date April 18, 2001

Residence : City of Seattle, County of King
 State of Washington
 Citizenship : United States of America
 P.O. Address : 10520 Valmay Avenue N. W.
 Seattle, Washington 98177


Joshua R. Stewart

Date 18 APR, 2001

Residence : City of Seattle, County of King
State of Washington

Citizenship : United States of America

P.O. Address : 11007 Second Avenue N. W.
Seattle, Washington 98177

(RJB:sjh)L:200017\432\432-DECLARATION\200017.432)

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : David A. Holcomb and Joshua R. Stewart
Filed : Concurrently herewith
For : HAND-HELD FOOD PROCESSOR

Docket No. : 200017.432

Box Patent Application
Commissioner for Patents
Washington, D.C. 20231

ELECTION UNDER 37 C.F.R. §§ 3.71 AND 3.73 AND POWER OF ATTORNEY

Commissioner for Patents:

The undersigned, being Assignee of the entire interest in the above-identified application by virtue of an Assignment filed concurrently herewith, hereby elects, under 37 C.F.R. § 3.71, to prosecute the application to the exclusion of the inventors.

Assignee hereby appoints Richard W. Seed, Reg. No. 16,557; Robert J. Baynham, Reg. No. 22,846; George C. Rondeau, Jr., Reg. No. 28,893; David H. Deits, Reg. No. 28,066; William O. Ferron, Jr., Reg. No. 30,633; David J. Maki, Reg. No. 31,392; Richard G. Sharkey, Reg. No. 32,629; David V. Carlson, Reg. No. 31,153; Karl R. Hermanns, Reg. No. 33,507; Michael J. Donohue, Reg. No. 35,859; Jane E. R. Potter, Reg. No. 33,332; Robert Iannucci, Reg. No. 33,514; Lorraine Linford, Reg. No. 35,939; David W. Parker, Reg. No. 37,414; E. Russell Tarleton, Reg. No. 31,800; Ellen M. Bierman, Reg. No. 38,079; Brian G. Bodine, Reg. No. 40,520; Robert M. Ward, Reg. No. 26,517; Frank Abramonte, Reg. No. 38,066; Kevin S. Costanza, Reg. No. 37,801; Thomas E. Loop, Reg. No. 42,810; Stephen J. Rosenman, Reg. No. 43,058; Brian L. Johnson, Reg. No. 40,033; Susan D. Betcher, Reg. No. 43,498; William T. Christiansen, Reg. No. 44,614; Eric J. Gash, Reg. No. 46,274; Jeffrey C. Pepe, Reg. No. 46,985;

Charles J. Rupnick, Reg. No. 43,068; Timothy L. Boller, Reg. No. 47,435; and James M. Verna, Reg. No. 33,287; comprising the firm of Seed Intellectual Property Law Group PLLC, 701 Fifth Avenue, Suite 6300, Seattle, Washington 98104-7092, as its attorneys to prosecute this application and transact all business in the Patent and Trademark Office connected therewith. Please direct all telephone calls to **R. J. Baynham** at (206) 622-4900 and telecopies to (206) 682-6031.

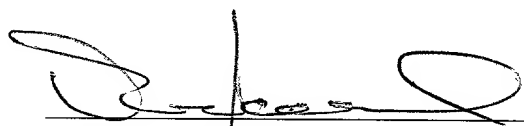
Please direct all communications to:

R. J. Baynham, Esq.
Seed Intellectual Property Law Group PLLC
701 Fifth Avenue, suite 6300
Seattle, Washington 98104-7092

Pursuant to 37 C.F.R. § 3.73, the undersigned duly authorized designee of Assignee certifies that the evidentiary documents have been reviewed, specifically the Assignment to **Chef'n Corporation**, filed concurrently herewith for recording, a copy of which is attached hereto, and certifies that to the best of my knowledge and belief, title remains in the name of the Assignee.

Chef'n Corporation
ASSIGNEE

April 18-2001
DATE


David A. Holcomb
Vice President

Enclosure: Copy of Assignment

(RJB:sjh)L:200017\432\432-ELECTION


ASSIGNMENT

WHEREAS, we, David A. Holcomb and Joshua R. Stewart (hereinafter referred to as ASSIGNORS), having post office addresses of 10520 Valmay Avenue N. W., Seattle, Washington 98177 and 11007 Second Avenue N. W., Seattle, Washington 98177, respectively, are the joint inventors of an invention entitled "HAND-HELD FOOD PROCESSOR," as described and claimed in the specification forming part of an application for United States letters patent executed herewith;

WHEREAS, Chef'n Corporation (hereinafter referred to as ASSIGNEE), a corporation of the State of Washington having a place of business at 2003 Western Avenue, Suite 555, Market Place One, Seattle, Washington 98121, is desirous of acquiring the entire right, title and interest in and to the invention and in and to any letters patent that may be granted therefor in the United States and in any and all foreign countries;

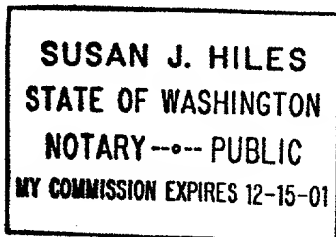
NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign and transfer unto said ASSIGNEE, the entire right, title and interest in and to said invention, said application and any and all letters patent which may be granted for said invention in the United States of America and its territorial possessions and in any and all foreign countries, and in any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from said United States application to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said invention, application and all letters patent on said invention to be held and enjoyed by ASSIGNEE and its successors and assigns for their use and benefit and of their successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNORS had this assignment, transfer and sale not been made. ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue all letters patent on said invention to ASSIGNEE. ASSIGNORS agree to execute all instruments and documents required for the making and prosecution of applications for United States and foreign letters patent on said invention, for litigation regarding said letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

Date


David A. Holcomb


State of Washington)
) ss.
County of King)

I certify that I know or have satisfactory evidence that David A. Holcomb is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.



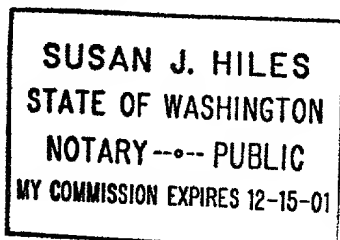
Dated April 18, 2001
Signature of Susan A. Hiler
Notary Public
Printed Name Susan A. Hiler
My appointment expires 12/15/2001

18 APR, 2001
Date


Joshua R. Stewart

State of Washington)
) ss.
County of King)

I certify that I know or have satisfactory evidence that Joshua R. Stewart is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.



Dated April 15, 2001
Signature of Susan J. Hiles
Notary Public
Printed Name SUSAN J. HILES
My appointment expires 12/15/2001